

SCHEDULE B - SUPPLIER CODE OF CONDUCT AND ETHICS

A. INTRODUCTION

The following describes the minimum standards of business conduct the Municipality expects from every supplier, including their owners, employees, agents, partners and subcontractors who provide Goods or Services to the Municipality.

B. STANDARDS OF CONDUCT

Honesty and Integrity

Suppliers shall treat all persons honestly and fairly and at all times act responsibly and diligently in the performance of their duties.

Workplace Well-Being

The Municipality is committed to protecting the health and safety of all employees and others working with the Municipality against illness, injury and incidents of violence and harassment. Consistent with the Municipality's commitment, suppliers shall ensure, provide and maintain a safe and healthy work environment that free from incidents of violence and harassment.

Conflicts of Interest and Unfair Advantage

Suppliers are required to promptly disclose any potential, actual or apparent conflict of interest or unfair advantage (as defined below) when dealing with the Municipality. Where the unfair advantage or conflict can not be sufficiently mitigated or avoided, the Municipality may suspend a supplier from participating in a procurement process or terminate the contract.

An **unfair advantage** is any situation where, in relation to a procurement process, a supplier has or may have an unfair advantage in the process. An unfair advantage includes working with a current or previous Municipal employee or consultant with relevant inside knowledge, being in possession of or having access to information that is confidential to the Municipality that is: (a) relevant to the preparation of its bid; and (b) not available to other bidders.

A **conflict of interest**, in relation to the performance of its contractual obligations with the Municipality is where a supplier's other commitments, relationships or financial interests could, could be seen to, compromise, impair or be incompatible with the effective performance of its contractual obligations.

Gifts and Entertainment

No supplier or potential supplier shall offer gifts, favours, inducements of any kind to Municipal staff or Council members, or otherwise attempt to influence or interfere with staff and Council members' duties and responsibilities concerning the procurement or management of the procurement process.

Anti-Bribery and Corruption

Suppliers shall never offer, ask for, give or receive any form of bribe, kickback any other type of improper payment, or attempt to gain influence or competitive advantage through improper means.

Suppliers shall ensure that the requirements of all applicable anti-corruption laws are met, including, but not limited to, the *Corruption of Foreign Public Officials Act, SC 1998, c 34*. No payments, gifts or other benefits may be given, directly or indirectly, to public officials, political parties or political candidates for the purpose of influencing government decisions in the Municipality or the supplier's favour or securing any other improper advantage. Suppliers are expected to ensure that payments made to agents or other third parties are not used, in whole or in part, to influence government decisions or secure any other improper advantage. Suppliers shall not engage in any form of corruption, extortion and/or embezzlement.

Collusion and Bid Rigging

By submitting a Bid, a supplier is certifying to the Municipality that: (a) the prices in their Bid have been arrived at independently from those of any other bidders; (b) the prices in their Bid have not been knowingly disclosed by the supplier, and will not knowingly be disclosed by the supplier prior to award, directly or indirectly to any other supplier or competitor; and (c) no attempt has been made, nor will be made, to induce any other person to submit, or not to submit a Bid, for the purpose of restricting competition.

A violation of this provision may violate the *Competition Act, RSC, 1985, c.C-34*; and if there is a violation, it may result in the imposition of serious fines and possibly imprisonment.

Public Statements

Suppliers shall not publish, issue or make any statements or news release, electronic or otherwise, concerning a Municipal procurement process or contract without the express prior consent of the Municipality. For certainty, suppliers shall not make any public statements concerning theirs or any other Bid, the

evaluation of the Bid, or the award of the Contract or cancellation of a procurement process or in relation to activities under any Contract.

Lobbying

Bidders shall not engage in any form of political or other lobbying whatsoever with respect to a procurement process or any contract, or otherwise attempt to influence the outcome of a procurement process directly or indirectly by any manner whatsoever other than by submitting a Bid.

C. CONSEQUENCES

Breaches of this Supplier Code of Conduct and Ethics are taken seriously. A failure to comply with this document may result in suspension from bidding on Municipal contracts or termination of a contract, in whole or in part and may include removal of the supplier from the Municipality's prequalified supplier list. This Supplier Code of Conduct and Ethics is not to be read in lieu of but in addition to the supplier's obligations as set out in any contracts between the Municipality and the supplier. In the event of a conflict between this Supplier Code of Conduct and Ethics and a contract, the terms of the contract shall govern.